

Date: April 11, 2022

To,  
The Manager  
Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Scrip code: 543426

To,  
The Manager  
Listing Department  
National Stock Exchange of India  
Limited,  
“Exchange Plaza”, 5th Floor, Plot No.  
C/1, G Block, Bandra – Kurla Complex,  
Bandra, Mumbai-400051.  
Symbol: METROBRAND

**Subject: Outcome of Postal Ballot as per Regulation 30, 44 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/Madam,

In reference to our earlier letter dated March 10, 2022, w.r.t intimation of Notice of the Postal Ballot dated March 7, 2022, issued to the Members of the Company for seeking approval of the Members on the following matters set out in the Notice, by way of Special Resolution, to be passed through the mode of remote e-voting ('E-voting'):

| Sr. No. | Particulars                                                                                                                                                    | Type of Resolutions |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1.      | To Approve the right to nominate directors by the Investor pursuant to Article 155 read with Article 157 of the Articles of Association of the Company.        | Special             |
| 2.      | To Approve the right to nominate directors by the Promoter & Promoter Group Shareholders pursuant to Article 156 of the Articles of Association of the Company | Special             |
| 3.      | To ratify the Metro Brands Limited Employee Stock Option Plan, 2008.                                                                                           | Special             |

The E-voting period for Postal Ballot commenced on Friday, March 11, 2022 at 10:00 A.M. (IST) and concluded on Saturday, April 9, 2022 at 05:00 P.M. (IST).



The Board of Directors had appointed Mrs. Ashwini Inamdar, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number P1996MH007500), as the Scrutinizer for conducting the Postal Ballot and to submit the Report. In this regard, the Scrutinizer has submitted the report to Mr. Rafique Abdul Malik, Chairman of the Company. Accordingly, the results of the Postal Ballot were declared by Mr. Rafique Abdul Malik, Chairman on Monday, April 11, 2022.

Further, we are pleased to inform that the Members of our Company have approved the resolutions with requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting i.e. on Saturday, April 9, 2022.

In this regard, please find enclosed the following:

- i. Voting results of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the SEBI Listing Regulations; and
- ii. Scrutinizer's Report on E-voting dated Monday, April 11, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The aforesaid information is also being uploaded on the Company's website i.e. [www.metrobrands.com](http://www.metrobrands.com)

Request you to take the above information on record.

Thanking You,

Yours faithfully,

**For Metro Brands Limited,**



**Deepa Sood**

**Company Secretary & Compliance Officer**

Membership No: 16019

*Encl: As above*

**VOTING RESULTS OF POSTAL BALLOT UNDER REGULATION 44 OF SEBI LISTING REGULATIONS**

|                                                                                                                                         |                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| <b>Name of Company</b>                                                                                                                  | <b>Metro Brands Limited</b>                                                |
| <b>Notice dated</b><br><b>E-voting start date:</b><br><b>E-voting end date:</b>                                                         | Friday, March 11, 2022 (10:00 a.m.)<br>Saturday, April 9, 2022 (5:00 p.m.) |
| <b>Total number of shareholders on Record Date (i.e., March 4, 2022, cut-off date for voting)</b>                                       | 78,052                                                                     |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br><br>● Promoter and Promoter Group:<br>● Public: | Not Applicable                                                             |
| <b>No. of shareholders attended the meeting through video conferencing</b><br><br>● Promoter and Promoter Group:<br>● Public:           | Not Applicable                                                             |



**Resolution 1: To approve the right to nominate directors by the Investor pursuant to Article 155 read with Article 157 of the Articles of Association of the Company.**

| Resolution required: (Ordinary/ Special)                                  |                               |                           | Special                    |                                                                  |                                 |                               |                                                               |                                                             |
|---------------------------------------------------------------------------|-------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                           | No                         |                                                                  |                                 |                               |                                                               |                                                             |
| Category                                                                  | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3) = [(2)/(1)] * 100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6) = [(4)/(2)] * 100 | % of Votes against on votes polled<br>(7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group                                               | E-Voting                      | 186008920                 | 185953520                  | 99.9702                                                          | 185953520                       | 0                             | 100.0000                                                      | 0.0000                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 186008920                 | 185953520                  | 99.9702                                                          | 185953520                       | 0                             | 100.0000                                                      | 0.0000                                                      |
| Public- Institutions                                                      | E-Voting                      | 21552167                  | 12318481                   | 57.1566                                                          | 9263810                         | 3054671                       | 75.2025                                                       | 24.7975                                                     |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot if applicable)  |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 21552167                  | 12318481                   | 57.1566                                                          | 9263810                         | 3054671                       | 75.2025                                                       | 24.7975                                                     |
| Public- Non Institutions                                                  | E-Voting                      | 48316339                  | 39957722                   | 82.7002                                                          | 39957539                        | 183                           | 99.9995                                                       | 0.0005                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 48316339                  | 39957722                   | 82.7002                                                          | 39957539                        | 183                           | 99.9995                                                       | 0.0005                                                      |
| Total                                                                     |                               | 255877426                 | 238229723                  | 93.1031                                                          | 235174869                       | 3054854                       | 98.7177                                                       | 1.2823                                                      |




**Resolution 2: To approve the right to nominate directors by the Promoter & Promoter Group Shareholders pursuant to Article 156 of the Articles of Association of the Company.**

| Resolution required: (Ordinary/ Special)                                  |                               |                           | Special                    |                                                                  |                                 |                               |                                                               |                                                             |
|---------------------------------------------------------------------------|-------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                           | Yes                        |                                                                  |                                 |                               |                                                               |                                                             |
| Category                                                                  | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3) = [(2)/(1)] * 100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6) = [(4)/(2)] * 100 | % of Votes against on votes polled<br>(7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group                                               | E-Voting                      | 186008920                 | 185953520                  | 99.9702                                                          | 185953520                       | 0                             | 100.0000                                                      | 0.0000                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         |                           | 186008920                  | 185953520                                                        | 99.9702                         | 185953520                     | 100.0000                                                      | 0.0000                                                      |
| Public- Institutions                                                      | E-Voting                      | 21552167                  | 12318481                   | 57.1566                                                          | 8695044                         | 3623437                       | 70.5854                                                       | 29.4146                                                     |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         |                           | 21552167                   | 12318481                                                         | 57.1566                         | 8695044                       | 70.5854                                                       | 29.4146                                                     |
| Public- Non Institutions                                                  | E-Voting                      | 48316339                  | 39957713                   | 82.7002                                                          | 39957485                        | 228                           | 99.9994                                                       | 0.0006                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         |                           | 48316339                   | 39957713                                                         | 82.7002                         | 39957485                      | 99.9994                                                       | 0.0006                                                      |
| Total                                                                     |                               | 255877426                 | 238229714                  | 93.1031                                                          | 234606049                       | 3623665                       | 98.4789                                                       | 1.5211                                                      |




**Resolution 3: To ratify the Metro Brands Limited Employee Stock Option Plan, 2008.**

| #Resolution required: (Ordinary/ Special)                                 |                               |                           | Special                    |                                                                  |                                 |                               |                                                               |                                                             |
|---------------------------------------------------------------------------|-------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                           | No                         |                                                                  |                                 |                               |                                                               |                                                             |
| Category                                                                  | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3) = [(2)/(1)] * 100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6) = [(4)/(2)] * 100 | % of Votes against on votes polled<br>(7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group                                               | E-Voting                      | 186008920                 | 185953520                  | 99.9702                                                          | 185953520                       | 0                             | 100.0000                                                      | 0.0000                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 186008920                 | 185953520                  | 99.9702                                                          | 185953520                       | 0                             | 100.0000                                                      | 0.0000                                                      |
| Public- Institutions                                                      | E-Voting                      | 21552167                  | 11814356                   | 54.8175                                                          | 3938809                         | 7875547                       | 33.3392                                                       | 66.6608                                                     |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 21552167                  | 11814356                   | 54.8175                                                          | 3938809                         | 7875547                       | 33.3392                                                       | 66.6608                                                     |
| Public- Non Institutions                                                  | E-Voting                      | 48316339                  | 39957653                   | 82.7001                                                          | 39957213                        | 440                           | 99.9989                                                       | 0.0011                                                      |
|                                                                           | Poll                          |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Postal Ballot (if applicable) |                           | 0                          | 0.0000                                                           | 0                               | 0                             | 0.0000                                                        | 0.0000                                                      |
|                                                                           | Total                         | 48316339                  | 39957653                   | 82.7001                                                          | 39957213                        | 440                           | 99.9989                                                       | 0.0011                                                      |
| Total                                                                     |                               | 255877426                 | 237725529                  | 92.9060                                                          | 229849542                       | 7875987                       | 96.6869                                                       | 3.3131                                                      |

For Metro Brands Limited,



**Deepa Sood**  
Company Secretary & Compliance Officer  
Membership No: 16019



# Mehta & Mehta

## COMPANY SECRETARIES

201-206, Shiv Smriti, 2nd Floor, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018  
TEL.: +91-22-6611 9696. E-mail: dipti@mehta.com. Visit us : www.mehata-mehta.com

**AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT**

### Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

**The Chairperson,  
Metro Brands Limited  
401, Zillion, 4<sup>th</sup> Floor,  
LBS Marg & CST Road Junction,  
Kurla (W), Mumbai – 400070.**

**Report on Postal Ballot e-voting of Metro Brands Limited ("the Company")**

Dear Sir,

I, **Ashwini Inamdar**, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **Metro Brands Limited ("Company")** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") on resolution as mentioned in the Notice of Postal Ballot dated March 07, 2022, in a fair and transparent manner and do hereby submit my report as under:

1. The dispatch of Notice of Postal Ballot (Notice) vide e-mail to the Members of the Company was completed on Thursday, March 10, 2022. Notice was sent to those Members who have registered their email IDs with the Depository Participant/Company/Registrar & Share Transfer Agent.
2. The remote e-voting period commenced on Friday, March 11, 2022 (10:00 a.m. IST) and ended on Saturday, April 09, 2022 (05:00 p.m. IST).



3. On account of threat posed by COVID-19 pandemic situation, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.
4. The Members of the Company holding shares as on the "cut off" date i.e. Friday, March 04, 2022 were entitled to vote on the proposed resolution.
5. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution contained in the Notice dated March 07, 2022 are enclosed in Annexure -1.
6. The related papers with respect to Postal Ballot, if any will be handed over to the Company for safe custody of the same after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.

Thanking You,

For **Mehta & Mehta**  
**Company Secretaries**



**Ashwini Inamdar**  
Scrutinizer

FCS No : 9409

CP No : 11226

UDIN: F009409D000065663

Place: Mumbai

Date: April 11, 2022



Enclosed: Annexure

Countersigned by



**Mr. Rafique Malik**

Chairperson

DIN: 00521563

Metro Brands Limited

**Annexure I**

**Item No. 1: Special Resolution**

To approve the right to nominate directors by the Investor pursuant to Article 155 read with Article 157 of the Articles of Association of the Company.

| Particulars                       | Remote e-voting             |                                               |                                       |
|-----------------------------------|-----------------------------|-----------------------------------------------|---------------------------------------|
|                                   | Number of Members who voted | Number of Shares for which votes cast by them | % of total number of valid votes cast |
| Voted in favour of the resolution | 147                         | 250,804,869                                   | 98.7966                               |
| Votes against the resolution      | 23                          | 3,054,854                                     | 1.2034                                |
| Invalid votes/Abstained           | 3                           | 96                                            | -                                     |

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

**Item No. 2: Special Resolution**

To approve the right to nominate directors by the Promoter and Promoter Group Shareholders pursuant to Article 156 of the Articles of Association of the

| Particulars                       | Remote e-voting             |                                       |                                       |
|-----------------------------------|-----------------------------|---------------------------------------|---------------------------------------|
|                                   | Number of Members who voted | Number of Shares for which votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 145                         | 250,236,049                           | 98.5726                               |
| Votes against the resolution      | 24                          | 3,623,665                             | 1.4274                                |
| Invalid votes/Abstained           | 3                           | 96                                    | -                                     |

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

**Item No. 3: Special Resolution**

To ratify the Metro Brands Limited Employee Stock Option Plan, 2008.

| Particulars                       | Remote e-voting             |                                       |                                       |
|-----------------------------------|-----------------------------|---------------------------------------|---------------------------------------|
|                                   | Number of Members who voted | Number of Shares for which votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 127                         | 245,479,542                           | 96.8913                               |
| Votes against the resolution      | 38                          | 7,875,987                             | 3.1087                                |
| Invalid votes/Abstained           | 7                           | 504,281                               | -                                     |

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

